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EXECUTIVE SECRETARY

November 1, 2001

VIA OVERNIGHT DELIVERY

K. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

01-00973

EXPEDITED CONSIDERATION REQUESTED

Re: Petition for Approval of the Indirect Transfer of Control of DSLnet Communications, LLC

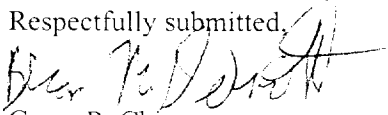
Dear Mr. Waddell:

On behalf of DSLnet Communications, LLC ("DSLnet"), enclosed for filing with the Commission are an original and thirteen (13) copies of the above-referenced petition. Also enclosed is a check for \$25.00 to cover the requisite filing fee for the above-referenced petition.

DSLnet respectfully requests expedited consideration of this petition in order for DSLnet to realize certain financial benefits that are essential to its continued operations. Because immediate receipt of the proceeds from the transaction that is the subject of the petition is critical, Petitioner requests that the Commission approve this petition on an expedited basis to allow DSLnet, Inc. and VantagePoint Venture Partners to complete the proposed transaction as soon as possible within the next thirty (30) days.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope enclosed herein. Should you have any questions, please do not hesitate to contact Brian McDermott at (202) 295-8346.

Respectfully submitted,


Grace R. Chiu
Brian McDermott

Counsel for DSLnet Communications, LLC

Enclosures

cc: Stephen Zamansky (DSLnet)
Wendy Bluemling (DSLnet)

interest by enabling Petitioner to access funds that are critically needed to maintain and expand its service and operations, thereby furthering competition and benefiting customers in Tennessee. Petitioner therefore respectfully requests that the Authority approve the instant Petition on an expedited basis to allow DSL.net, Inc. and VPVP to close the proposed transaction as soon as possible within the next 30 days.²

In support of this Petition, DSLnet states as follows:

I. THE PETITIONER

DSLnet is a Delaware limited liability company with principal offices located at 545 Long Wharf Drive, Fifth Floor, New Haven, Connecticut 06511. DSLnet's sole member and managing entity is DSL.net, Inc., a Delaware corporation engaged in a variety of unregulated businesses.³

DSLnet is authorized to provide competitive telecommunications services in the State of Tennessee pursuant to authorization granted by the Authority in Docket No. 98-00569, issued on May 18, 1999. Further information concerning DSLnet's legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification with the Authority as noted above and is, therefore, a matter of public record. DSLnet respectfully requests that the Authority take official notice of that information and incorporate it herein by reference.

² To the extent that approval of this Petition is obtained post-closing, Petitioner respectfully requests that such approval be granted *nunc pro tunc*.

³ DSL.net, Inc. holds no regulatory licenses from this or any other regulatory commission.

II. DESIGNATED CONTACTS

Questions or correspondence concerning this Petition should be directed to Petitioner's attorneys of record:

Grace R. Chiu
Brian McDermott
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (Telephone)
(202) 424-7645 (Facsimile)

with copies to:

Stephen Zamansky
Vice President
DSLnet Communications, LLC
545 Long Wharf Drive, Fifth Floor
New Haven, Connecticut 06511
(203) 772-1000 (Telephone)
(203) 624-3612 (Facsimile)

Wendy Bluemling
Assistant Vice President
DSLnet Communications, LLC
545 Long Wharf Drive, Fifth Floor
New Haven, Connecticut 06511
(203) 772-1000 (Telephone)
(203) 624-3612 (Facsimile)

III. THE INDIRECT TRANSFER OF CONTROL OF DSLnet

VPVP plans to acquire additional shares of Petitioner's parent, DSL.net, Inc. VPVP is a family of affiliated private investment funds with more than \$2.5 billion under management. Pursuant to the Stock Purchase Agreement entered into between DSL.net, Inc. and VPVP, VPVP will invest \$15 million in DSL.net, Inc. convertible preferred stock in three installments. As a result of the first installment, VPVP's ownership interest in DSL.net, Inc. will increase from 33.9 percent to 56.3 per cent. Following the first installment, VPVP will continue to have the largest controlling interest in DSL.net, Inc. However, because VPVP's ownership interest will exceed 50 per cent, the transaction will result in an indirect transfer of control of DSLnet.

Following the second and third installments, VPVP's ownership interest in DSL.net, Inc. will be 64.3 per cent and 71.1 per cent, respectively.

IV. EFFECT OF THE INDIRECT TRANSFER OF CONTROL

DSLnet emphasizes that the indirect transfer of control described herein will not involve a change in the name under which DSLnet currently operates nor any change in the manner in which DSLnet currently offers service in the State of Tennessee. Immediately following the indirect transfer of control, DSLnet will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. DSLnet, moreover, will continue to be led by the same team of experienced telecommunications officers and personnel. The indirect transfer of control of DSLnet, therefore will be seamless and transparent to consumers in the State of Tennessee.

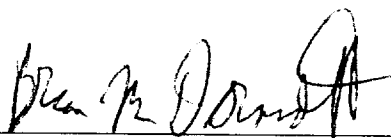
V. PUBLIC INTEREST CONSIDERATIONS

Approval of the indirect transfer of control described herein will serve the public interest in promoting competition among telecommunications carriers. Specifically, the transfer of control that will result from the equity financing transaction will provide DSLnet with the opportunity to strengthen its competitive position through access to the increased financial resources of its parent, DSL.net, Inc. Moreover, the additional capital raised from the financing transaction will significantly enhance DSLnet's operational flexibility and efficiency, as well as its long-term financial viability. These enhancements will inure directly to the benefit of Tennessee consumers. The proposed indirect transfer of control will therefore ensure the provision of innovative, high quality telecommunications services to the public and should promote competition in the Tennessee telecommunications service market.

VI. CONCLUSION

WHEREFORE, for the reasons stated herein, DSLnet Communications, LLC respectfully requests that the Authority grant approval of the indirect transfer of control of DSLnet that will result from the acquisition of control of DSLnet's parent, DSL.net, Inc., by VantagePoint Venture Partners. Because immediate receipt of the proceeds from the transaction is essential to Petitioner's ongoing operations, Petitioner respectfully requests that such approval be granted on an expedited basis to allow DSL.net, Inc. and VPVP to close the proposed transaction as soon as possible within the next 30 days.

Respectfully submitted,



Grace R. Chiu

Brian McDermott

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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Washington, D.C. 20007

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Counsel to DSLnet Communications, LLC

Dated: November 1, 2001

STATE OF CONNECTICUT
COUNTY OF NEW HAVEN

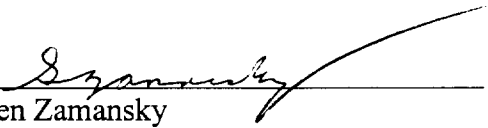
)
) ss: *New Haven, Ct*
)

VERIFICATION OF PETITION

I, Stephen Zamansky, hereby declare that I am Vice President and General Counsel for DSL.net, Inc., sole member of DSLnet Communications, LLC; that I have read the foregoing Petition; and that the information set forth therein is true and correct to the best of my knowledge, information and belief.

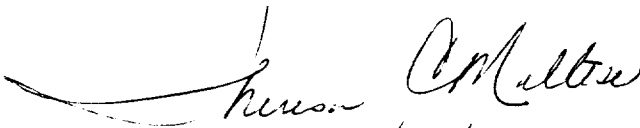
I declare under penalty of perjury that the foregoing is true and correct.

Executed this 29th day of October, 2001.



Stephen Zamansky
DSLnet Communications, LLC
545 Long Wharf Drive, Fifth Floor
New Haven, Connecticut 06511

Subscribed and sworn to before me this 29th day of October, 2001.


My commission expires: 11/30/2003.